



BROOK CROMPTON HOLDINGS LTD.
(Incorporated in the Republic of Singapore)
(Company Registration Number: 194700172G)

PROPOSED CHANGE OF AUDITORS

1. The Board of Directors (the "**Board**") of Brook Crompton Holdings Ltd. (the "**Company**" and together with its subsidiaries, the "**Group**") wishes to announce the Company's intention to change its auditors from KPMG LLP ("**KPMG**") to BDO Austria GmbH Wirtschaftsprüfungs- und Steuerberatungsgesellschaft ("**BDO**") ("**Proposed Change of Auditors**").
2. The Company's current auditors, KPMG, have been auditors of the Group ("**Auditors**") since 13 December 2012. ATB Austria Antriebstechnik AG ("**ATB**"), a company formed in Austria, is a majority shareholder of the Company holding 66.1% of its shares. ATB is also a wholly owned subsidiary of Wolong Holding Group GmbH ("**Wolong**"). Both ATB and Wolong have engaged BDO as their auditor. In connection with the change of auditors of ATB, the Company has received the nomination of BDO LLP, as the Auditors in place of KPMG, as it is more efficient from a reporting perspective for ATB and the Group to use auditors from the same member firm.
3. In connection with the above, the Company had, on 24 October 2016, received a notice from KPMG, informing the Company of its application to the Accounting and Corporate Regulatory Authority ("**ACRA**") to resign as the Auditors of the Company. On 7 November 2016, KPMG received a letter from ACRA approving KPMG's resignation as Auditors. On 9 November 2016, the Company received the resignation letter from KPMG dated 8 November 2016 stating the reason for its resignation as Auditors ("**Resignation Letter**"). A copy of the Resignation Letter is attached as Appendix A to this Announcement. BDO LLP has given its consent to act as Auditors by way of a letter dated 8 November 2016, subject to the approval of the shareholders of the Company ("**Shareholders**") at the extraordinary general meeting ("**EGM**").
4. The resignation of KPMG will only take effect upon the appointment of BDO LLP, which will be effective upon the approval of Shareholders being obtained at the EGM. Upon the appointment, BDO LLP will hold office until the conclusion of the next annual general meeting of the Company.
5. A circular to Shareholders in relation to the Proposed Change of Auditors, together with the notice of EGM, will be despatched to Shareholders in due course.

BY ORDER OF THE BOARD

Chen Yingzhu
Chief Executive Officer and Executive Director

11 November 2016

Appendix A
Resignation Letter



KPMG LLP
16 Raffles Quay #22-00
Hong Leong Building
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Our ref JES/LYG

Contact Jeya Poh Wan Suppiah
(+65 6213 2413)

Attention: Ms Chen Yingzhu

8 November 2016

Dear Sirs

Brook Crompton Holdings Ltd
Brook Crompton Asia Pacific Pte Ltd.
Resignation as auditors

We acknowledge receipt of your letter dated 12 October 2016 and we hereby tender our resignation as auditors of Brook Crompton Holdings Ltd and Brook Crompton Asia Pacific Pte Ltd on the request of the directors of the Company.

Our resignation will only take effect upon the approval by the shareholders at the company's upcoming EGM.

Yours faithfully

Jeya Poh Wan Suppiah
Partner